

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

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In re: : CHAPTER 11  
SHAPES/ARCH HOLDINGS L.L.C., et al., : CASE NO. 08-14631  
Debtors. : (Jointly Administered)  
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**DECLARATION OF DANIEL C. MCELHINNEY OF  
EPIQ BANKRUPTCY SOLUTIONS, LLC CERTIFYING THE  
BALLOTS ACCEPTING OR REJECTING THE DEBTORS' THIRD  
AMENDED JOINT PLAN OF REORGANIZATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE DATED AS OF JUNE 27, 2008**

STATE OF NEW YORK        )  
                                      ) ss:  
COUNTY OF NEW YORK    )

Daniel C. McElhinney, being duly sworn, hereby declares under penalty of perjury:

1. I am Senior Vice President and Director of Operations of Epiq Bankruptcy Solutions, LLC ("Epiq"). I am over the age of 18 years and not a party to the within action.

2. Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. If I were called upon to testify, I could and would testify competently as to the facts set forth herein. I submit this declaration with respect to the Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as may be modified and/or amended, the "Plan") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

3. Pursuant to the Order Authorizing Retention of Epiq Bankruptcy Solutions, LLC as Official Noticing, Claims and/or Solicitation and Balloting Agent for the

Debtors, dated March 18, 2008, Epiq was appointed, inter alia, to act as balloting agent to the Debtors for the purposes of soliciting, receiving and tabulating ballots accepting or rejecting the Plan.

4. The procedures for solicitation and tabulation of votes on the Plan are outlined in the Order: (i) Approving the Joint Disclosure Statement for the Third Amended Joint Plan of Reorganization; (ii) Approving Form and Manner of Solicitation Packages; (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulation; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief, dated March 23, 2008 (the “Disclosure Statement Order”).

5. Pursuant to the Disclosure Statement Order, only holders of Claims in the following Classes (the “Voting Classes”) were entitled to vote to accept or reject the Plan:

- Class 5 – PMSI Claims
- Class 6 – Shippers and Warehousemen Claims
- Class 7 – Collateralized Insurance Program Claims
- Class 9 – Environmental Claims
- Class 10 – General Unsecured Claims

#### **TABULATION PROCESS**

6. Epiq created a voting database reflecting the names and addresses of the holders of record of Claims in the Voting Classes and such other parties as were required to receive notices with respect to the Plan. Using its database, Epiq supervised the preparation of address labels for, and the mailing of, packages to these groups. Each package that was mailed to a holder of record in the Voting Classes contained the appropriate Voting Class ballot.

7. Pursuant to the Disclosure Statement Order, all completed ballots were required to be returned by: (a) first class mail to Shapes/Arch Holdings, LLC, Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5112, New York, New York 10150-5112; or (b) personal delivery or overnight courier to Shapes/Arch Holdings, LLC, Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017, so as to be received no later than 4:00 p.m. (prevailing New York City time), on June 27, 2008 (the "Voting Deadline").

8. Upon receipt of the envelopes containing ballots, Epiq adhered to the following procedures:

- (a) Each returned envelope was opened and the ballots were removed, inspected and stamped with the date received;
- (b) Each ballot was given a sequential number when received (the "Sequence Number"). Epiq personnel then entered into a computer database reserved exclusively for recording votes all pertinent information from the ballots, including, among other things, the Sequence Number and whether such ballots indicated acceptance or rejection of the Plan.
- (c) All properly completed and executed ballots received by Epiq on or prior to the Voting Deadline were tabulated in accordance with the Disclosure Statement Order and the above procedures.<sup>1</sup>

9. The results of the aforesaid tabulation are set forth in Table 1. In addition, annexed hereto as Exhibit A is a detailed accounting of the tabulation of such ballots.

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<sup>1</sup> Epiq is in possession of all ballots received. Copies of such ballots are available for review during Epiq's regular business hours at 757 Third Avenue, 3rd Floor, New York, NY 10017.

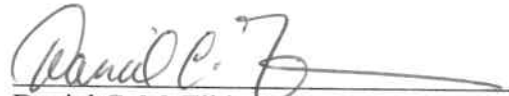
**TABLE 1<sup>2</sup>**

CLASSES	TOTAL BALLOTS RECEIVED			
	ACCEPT		REJECT	
	AMOUNT	NUMBER	AMOUNT	NUMBER
<b>Class 5 – PMSI Claims</b>	\$56,712.12 100.00%	1 100.00%	\$0.00 0.00%	0 0.00%
<b>Class 6 – Shippers and Warehousemen Claims</b>	\$12,769.01 100.00%	4 100.00%	\$0.00 0.00%	0 0.00%
<b>Class 7 – Collateralized Insurance Program Claims</b>	\$0.00 0.00%	0 0.00%	\$393,970.00 100.00%	1 100.00%
<b>Class 10 – General Unsecured Claims</b>	\$22,956,813.82 98.27%	166 93.26%	\$403,342.45 1.73%	12 6.74%

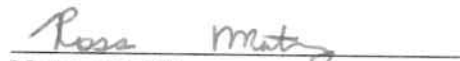
10. Table 1 and Exhibit A do not reflect any ballots that failed to conform to the requirements set forth in the voting instructions and procedures contained in the ballots, as well as the Disclosure Statement Order. A schedule of such non-conforming ballots identifying the name of the entity that cast each such defective ballot (if determinable), the amount stated on the face of the ballot (if determinable), and the manner in which each such ballot failed to conform to the requirements set forth in the Disclosure Statement Order, is annexed here to as Exhibit B.

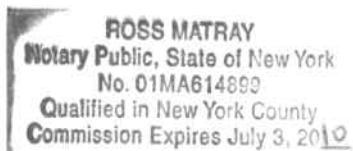
<sup>2</sup> The Debtors have granted Pollution Control Financing Authority of Camden County an extension of the Voting Deadline through 5:00 p.m. on Thursday, July 3, 2008 to submit a ballot in Class 9. If received, Epiq will file a supplement to this Declaration reflecting such ballot.

I hereby declare under penalty of perjury that the foregoing information concerning the distribution, receipt and tabulation of ballots in connection with the Plan is true and correct to the best of my knowledge, information and belief.

  
Daniel C. McElhinney

Sworn to before me on this  
the 2nd day of July, 2008

  
Notary Public



## **EXHIBIT A**

TIME: 11:08:45  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
VOTING SUMMARY REPORT

PAGE: 1

CLASS	VOTERS ACCEPTING			VOTERS REJECTING		
	BALLOTS	PCT	\$ AMOUNT	BALLOTS	PCT	\$ AMOUNT
10 Class 10 General Uns	166	93.26	22,956,813.82	12	6.74	403,342.45
5 Class 5 Secured Clai	1	100	56,712.12	0	0	0.00
6 Class 6 Secured Clai	4	100	12,769.01	0	0	0.00
7 Class 7 Collateraliz	0	0	0.00	1	100	393,970.00
TOTALS:	171	93	23,026,294.95	13	7	797,312.45
						3

EPIQ BANKRUPTCY SOLUTIONS, LLC

TIME: 11:06:03  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 5 Secured Claims Purchase Money

PAGE: 1

VENDOR #	CLAIM/ SCHEDULE CLASS	PLAN		ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT		COUNT	BALLOT #	CTR
		CLAIMANT	CROWN CREDIT COMPANY			ACCEPTS	REJECTS			
51100	546	5		56,712.12	56,712.12				200	

TOTAL AMOUNT VOTING: 56,712.12  
 AMOUNT ACCEPTING PLAN: 56,712.12  
 AMOUNT REJECTING PLAN: 0.00  
 VOTERS ACCEPTING: 1  
 VOTERS REJECTING: 0  
 PERCENT AMOUNT ACCEPTING: 100%  
 PERCENT AMOUNT REJECTING: 0%  
 PERCENT VOTERS ACCEPTING: 100%  
 PERCENT VOTERS REJECTING: 0%



TIME: 11:06:31  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 6 Secured Claims of Warehousemen

PAGE: 1

VENDOR #	CLAIM/ SCHEDULE	PLAN		CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT		ACCEPT/REJECT	COUNT	BALLOT #	CTR
		CLASS	CLAIMANT								
53700	633000780	6	DALLAS TRANSFER		100.00			ACCEPTS		69	
53700	633000790	6	DALLAS TRANSFER & TERMINAL WAREH		282.38			ACCEPTS			
68400	634000640	6	FEDDEX		1,038.71			ACCEPTS		107	PRP
80400	635000650	6	GRAFICO		4,492.32			ACCEPTS		64	XCR
180700	20	6	STANDARD WAREHOUSE & DISTRIBUTIN		6,855.60			ACCEPTS		13	
TOTAL AMOUNT VOTING: 12,769.01											
AMOUNT ACCEPTING PLAN: 12,769.01											
AMOUNT REJECTING PLAN: 0.00											
VOTERS ACCEPTING: 4											
VOTERS REJECTING: 0											
PERCENT AMOUNT ACCEPTING: 100%											
PERCENT AMOUNT REJECTING: 0%											
PERCENT VOTERS ACCEPTING: 100%											
PERCENT VOTERS REJECTING: 0%											

TIME: 11:06:59  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 7 Collateralized Insurance Program

PAGE: 1

VENDOR #	CLAIM/ SCHEDULE CLASS	PLAN		ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEP/REJECT	COUNT	BALLOT #	CTR
		CLAIMANT	ARROWOOD INDEMNITY COMPANY						
20500	484	7		393,970.00	393,970.00	**REJECTS**		44	
TOTAL AMOUNT VOTING:									
AMOUNT ACCEPTING PLAN:		393,970.00		0.00		VOTERS ACCEPTING:	0		
AMOUNT REJECTING PLAN:		393,970.00				VOTERS REJECTING:	1		
						PERCENT AMOUNT ACCEPTING:	0%		
						PERCENT AMOUNT REJECTING:	100%		
						PERCENT VOTERS ACCEPTING:	0%		
						PERCENT VOTERS REJECTING:	100%		

TIME: 11:08:13  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 10 General Unsecured Claims

PAGE: 1

VENDOR #	CLAIM/ SCHEDULE	CLASS	CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT	COUNT	BALLOT #	CTR
0	632010940	10	J.J. MALONEY CO.	212.20	212.20	ACCEPTS	22		
0	635002230	10	F.E.C.O.	61,989.13	61,989.13	ACCEPTS	108		
0	635002050	10	CART-ALL EXPRESS	1,675.00	1,675.00	ACCEPTS	115		
0	634002030	10	FRED'S TRAILER REPAIR INC	205.00	205.00	ACCEPTS	133		
0	632010790	10	CAMDEN COUNTY MUNICIPAL	700.00	700.00	**REJECTS**	169		
0	632010710	10	AA ELECTRIC	176.51	176.51	ACCEPTS	174		
0	635002090	10	INTERNATIONAL PLASTIC	1,000.00	1,000.00	ACCEPTS	190		
0	632011160	10	PANITCH SCHWARZE JACOBS	190.00	190.00	ACCEPTS	193		
1300	632000140	10	ABF FREIGHT SYSTEM, INC.	2,014.63	2,014.63	**REJECTS**	93		
1700	632000180	10	ACCENT CONTROL SYSTEMS	2,599.73	2,599.73	ACCEPTS	82		
2000	633000050	10	ACCU STAFFING SERVICES	405.76	405.76	ACCEPTS	53		
2700	511	10	ACME CORRUGATED BOX CO., INC	13,271.04					
2700	512	10	ACME CORRUGATED BOX CO., INC	18,161.50					
2700	513	10	ACME CORRUGATED BOX CO., INC	136,076.00	167,508.54	ACCEPTS	114		AAF
3400	635000060	10	ACRILEX INC.	15,977.60	15,977.60	ACCEPTS	156		
6000	632000370	10	ADVANCED RECOVERY SERVICES	21,058.51					
6000	208	10	ADVANCED RECOVERY SERVICES, INC.	21,058.51					
6000	243	10	ADVANCED RECOVERY SERVICES, INC.	21,058.51	63,175.53	ACCEPTS	2		DUP
6700	30	10	ADVANCE SCALE CO. INC.	1,163.63					
6700	632000330	10	ADVANCE SCALE CO., INC.	2,549.68	3,713.31	ACCEPTS	75		CLS
7000	632000380	10	AGIS LLC	594.10	594.10	ACCEPTS	192		XCR
7500	635000090	10	AIR & ELECTRIC EQUIPMENT CO	6,217.01					
7500	260	10	AIR & ELECTRIC EQUIPMENT CO	9,025.30	15,242.31	ACCEPTS	59		XCR
8500	632000470	10	AIRLINE HYDRAULICS CORP.	4,032.39	4,032.39	**REJECTS**	177		XCR
8600	632000400	10	AIR LIQUIDE IND. US LP	44,228.31	44,228.31	ACCEPTS	77		PRP
8800	121	10	AIR LIQUIDE INDUSTRIAL U.S. LP	52,483.08	52,483.08	ACCEPTS	30		
8900	632000420	10	AIR NOVA INC.	15,050.00					
8900	44	10	AIRNOVA, INC.	13,650.00	28,700.00	ACCEPTS	101		CLS
9100	72	10	AIR-OIL SYSTEMS, INC.	1,782.29					
9100	632000450	10	AIR-OIL SYSTEMS, INC.	1,782.29					
9100	25	10	AIR-OIL SYSTEMS, INC.	1,782.29	5,346.87	ACCEPTS	21		DUP
10000	632000520	10	AFRON BEARING CO.	5,898.77					
									XCR

EPIQ BANKRUPTCY SOLUTIONS, LLC

VENDOR #	CLAIM/ SCHEDULE	PLAN CLASS	CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT	COUNT	BALLOT #	CTR
10000	82	10	AKRON BEARING CO. INC	5,898.77	11,797.54	ACCEPTS	57	AAF	
10500	632000540	10	ALAN'S COLLISION CENTER	3,821.16	3,821.16	ACCEPTS	9		
10800	460	10	ALCAN ALUMINUM CORP.	6,581,586.45	6,581,586.45	ACCEPTS	195	CLS	
11400	518	10	ALCOA INC.	336,156.47	336,156.47	ACCEPTS	139	AAF	
12800	35	10	ALL WEATHER TEMPERING	8,413.40	8,413.40	ACCEPTS	182		
15300	401	10	AMERICAN EXPRESS TRAVEL RELATED	1,649.14		ACCEPTS	197		
15300	402	10	AMERICAN EXPRESS TRAVEL RELATED	11,801.53		ACCEPTS			
15300	403	10	AMERICAN EXPRESS TRAVEL RELATED	6,460.98	19,911.65	ACCEPTS			
15600	347	10	AMERICAN IRON & METAL CO. USA IN	181,087.20	181,087.20	ACCEPTS	148	AAF	
16900	632000970	10	AMS MECHANICAL LLC	17,045.69	17,045.69	ACCEPTS	173	XCR	
17300	633000210	10	ANDREW'S INTERNATIONAL CO LTD	36,704.95	36,704.95	ACCEPTS	128		
21600	633000300	10	ASSOCIATED IMAGING SOLUTIONS	217.81	217.81	ACCEPTS	42		
23900	248	10	AVAYA INC.	891.54		ACCEPTS	90	DUP	
23900	291	10	AVAYA INC.	891.54	1,783.08	ACCEPTS			
24400	43	10	AZON USA, INC.	57,027.64	57,027.64	**REJECTS**	86		
24900	190	10	BADOT PLASTICS, INC.	76,984.30	76,984.30	ACCEPTS	196	CLS	
30200	635000290	10	BOWMAN DISTRIBUTION	3,570.09	3,570.09	ACCEPTS	163		
30500	135	10	BOYLE BROS. INC.	1,252.40	1,252.40	ACCEPTS	194		
32000	142	10	BROADVIEW NETWORKS	90.35	90.35	ACCEPTS	164		
32400	23	10	BUCKS COUNTY WATER & SEWER AUTHO	8,267.41	8,267.41	ACCEPTS	15	NSD	
32900	442	10	BURLINGHAM INTERNATIONAL	10,256.24		ACCEPTS			
32900	466	10	BURLINGHAM INTERNATIONAL	10,256.24	20,512.48	ACCEPTS	136	AAF	
33500	229	10	CALDWELL MFG. CO.	21,160.31	21,160.31	ACCEPTS	99	CLS	
34400	404	10	CAN-ENG FURNACES INTERNATIONAL	1,107.75	1,107.75	ACCEPTS	31		
34800	632001900	10	CAPP INC	3,227.85	3,227.85	ACCEPTS	181		
35600	14	10	CAST RITE METAL CO	1,493.63	1,493.63	ACCEPTS	157	AAF	
35800	632001940	10	CASTROL INDUSTRIAL AMERICANS	5,236.77	5,236.77	ACCEPTS	96	XCR	
38600	258	10	CHARLES A LONG, INC	6,296.25		ACCEPTS			
38600	278	10	CHARLES A LONG, INC	6,296.25	12,592.50	ACCEPTS	49	AAF	
39000	192	10	C H BRIGGS INC	2,310.00		ACCEPTS		DUP	

ERIQ BANKRUPTCY SOLUTIONS, LLC

TIME: 11:08:13  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 10 General Unsecured Claims

PAGE: 3

VENDOR #	CLAIM/ SCHEDULE	PLAN		CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL		ACCEPT/REJECT	COUNT	BALLOT #	CTR
		CLASS	CLASS			VOTING AMOUNT	VOTING AMOUNT				
39000	413	10		CHBRIGGS INC.	2,310.00		4,620.00	ACCEPTS		43	AAF
42900	632002270	10		CLENDENIN BROS. INC.	12,635.00		12,635.00	ACCEPTS		189	
43800	252	10		COLLIPS-PENNSYLVANIA, INC.	252,882.84		252,882.84	ACCEPTS		142	CLS
44300	635000410	10		COLONIAL METAL PRODUCTS, INC.	7,223.97		7,223.97	ACCEPTS		124	
44900	567	10		COLORWORKS GRAPHIC SERVICES, INC	18,095.47		18,095.47	ACCEPTS		201	
44900	568	10		COLORWORKS GRAPHIC SERVICES, INC	41,193.25		41,193.25	ACCEPTS		202	
46800	632002410	10		CONSOLIDATED CERAMIC PRODUCTS	1,787.13		1,787.13	ACCEPTS		85	
48600	632002500	10		COONEY BROTHERS, INC.	7,430.88		7,430.88	ACCEPTS		112	XCR
48700	171	10		COONEY BROTHERS INC	5,722.17		5,722.17	ACCEPTS		132	
52300	633000760	10		CS PACKAGING INC	11,214.84		11,214.84	ACCEPTS		87	
53300	632002730	10		CUT-MARK	1,973.75		1,973.75	ACCEPTS		123	XCR
55200	632002870	10		DAYCO INCORPORATED	2,507.26		2,507.26	ACCEPTS		113	
55700	139	10		D&D TECHNOLOGIES USA, INC.	51,007.47		51,007.47	ACCEPTS		91	
60900	704	10		EASTERN LIFT TRUCK COMPANY, INC	2,116.95		2,116.95	ACCEPTS		138	
62800	423	10		EMSOURCE, INC.	5,000.00		5,000.00	ACCEPTS		61	
63100	148	10		ENCO MANUFACTURING COMPANY, INC	167.35		167.35	ACCEPTS		155	AAF
63200	635000520	10		ENDURA PRODUCTS	3,131.48		3,131.48	ACCEPTS		47	
65100	632003300	10		E.T. SABA ASSOCIATES, INC.	10,079.00		10,079.00	ACCEPTS		144	XCR
68500	244	10		FEDEX FREIGHT EAST	978.14						
68500	267	10		FEDEX FREIGHT EAST	978.14						DUP
68500	245	10		FEDEX FREIGHT WEST	75.71						
68500	268	10		FEDEX FREIGHT WEST	75.71						
71100	632003790	10		FOAMPAK INC.	4,284.86					117	DUP
71100	246	10		FOAMPAK INC.	3,909.75						XCR
71100	635000580	10		FOAMPAK, INC.	1,225.02		9,419.63	ACCEPTS		125	XCR
76400	304	10		GILL POWDER COATING, INC	42,877.45		42,877.45	ACCEPTS		102	DUP
78400	255	10		GILL POWDER COATING, INC	42,420.17		42,420.17	ACCEPTS		126	CLS
79100	336	10		GLENCORE LTD.	2,892,033.85		2,892,033.85	ACCEPTS		183	
79500	635000630	10		GLOBAL SOURCE LINK	738.61		738.61	ACCEPTS		89	
80700	633001330	10		GRAINGER	95.04						XCR

EPIQ BANKRUPTCY SOLUTIONS, LLC

VENDOR #	CLAIM/ SCHEDULE	PLAN CLASS	CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT	COUNT	BALLOT #	CTR
80700	632004210	10	GRAINGER	4,530.58	4,625.62	ACCEPTS	26	XCR	
81600	632004240	10	GRAYSON MITCHELL INC.	39,185.21	39,185.21	ACCEPTS	8		
83300	635000670	10	GUARDIAN INDUSTRIES CORP.	16,545.40	16,545.40	ACCEPTS	175		
86800	396	10	H.B. FULLER	3,076.85		ACCEPTS		CLS	
86800	254	10	H.B. FULLER COMPANY	45,967.11	49,043.96	ACCEPTS	79	AMD	
87500	633001560	10	HENG HING METAL FACTORY LTD	17,220.07	17,220.07	ACCEPTS	165		
87700	633001570	10	HENNEN & ASSOCIATES	550.00	550.00	**REJECTS**	119		
88200	458	10	HESS CORPORATION	2,584,385.68	2,584,385.68	ACCEPTS	170		
90600	635000710	10	HOUSEHOLD METALS, INC.	26,694.15	26,694.15	**REJECTS**	74		
92600	632004720	10	IFM EFECTOR, INC.	4,439.50	4,439.50	ACCEPTS	162	XCR	
93500	634000830	10	INDEPENDENT STEEL	35,640.84	35,640.84	ACCEPTS	164		
94000	6	10	INDUSTRIAL SUPPLIES CO.	1,522.55		**REJECTS**	10	XCR	
94000	632004810	10	INDUSTRIAL SUPPLIES CO.	1,482.06	3,004.61			CLS	
98700	118	10	JANI-KING OF PHILADELPHIA, INC.	3,288.64	6,577.28	ACCEPTS	35	DUP	
98700	418	10	JANI-KING OF PHILADELPHIA, INC.	3,288.64		ACCEPTS			
102100	632005240	10	JOHN BRIDGE SONS, INC.	37,864.24	37,864.24	ACCEPTS	145	XCR	
107600	726	10	KEYSTONE FIRE PROTECTION CO.	3,343.02	24,941.66	ACCEPTS	51		
107600	632005450	10	KEYSTONE FIRE PROTECTION CO.	21,598.64		ACCEPTS			
109300	634000990	10	LAB SAFETY SUPPLY INC	312.34	312.34	ACCEPTS	98	XCR	
109500	632005550	10	LAFAETTE TECHNOLOGY LLC	569.32	569.32	ACCEPTS	70		
110100	298	10	LARSEN & SHAW LIMITED	93,137.64	93,137.64	ACCEPTS	129	AAF	
110600	261	10	LATHAM MANUFACTURING CORP.	19,673.92	19,673.92	ACCEPTS	143	CLS	
111200	633002000	10	L C INDUSTRIAL (HONG KONG) LTD	4,711.49		ACCEPTS		XCR	
111200	339	10	L.C. INDUSTRIAL (HONG KONG) LTD	4,711.49	9,422.98	ACCEPTS	130	AAF	
111400	635000850	10	LEADING EDGE DISTRIBUTION	4,129.28	4,129.28	ACCEPTS	65		
111700	633002080	10	LEEMAN ARCHITECTURAL WOODWORK	1,610.00	1,610.00	ACCEPTS	40		
114400	299	10	LONDON & SCANDINAVIAN METALLURGI	18,378.15		ACCEPTS		DUP	
114400	357	10	LONDON & SCANDINAVIAN METALLURGI	18,378.15	36,756.30	ACCEPTS	37		
114700	62	10	LOUIS P CANUSO, INC.	1,521.84	1,521.84	ACCEPTS	153		
115500	66	10	LUMBERMEN ASSOCIATES, INC.	58,499.48	58,499.48	ACCEPTS	149		

ERIQ BANKRUPTCY SOLUTIONS, LLC

VENDOR #	CLAIM/ SCHEDULE	PLAN CLASS	CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT	COUNT	BALLOT #	CTR
118000	392	10	MARBENI AMERICA CORP.	1,871,574.41	1,871,574.41	ACCEPTS	158	AAF	
118500	32	10	MARYLAND RECYCLE CO., INC.	214,582.60	214,582.60	**REJECTS**	179	CLS	
118800	632005850	10	MATLCO INC.	11,030.03	11,030.03	ACCEPTS	191		
121000	634001200	10	MEDALCO METALS, INC	62,908.72	62,908.72	ACCEPTS	154	XCR	
121900	183	10	MERCHANTS FASTENER CORP.	1,752.71	1,752.71	ACCEPTS	1	AAF	
123300	632006030	10	METAL MANAGEMENT, INC.	217,929.02	217,929.02	ACCEPTS	48	XCR	
123400	594	10	METAL MANAGEMENT NASHVILLE, LLC	38,749.76	38,749.76	ACCEPTS	56		
124200	228	10	METLSAM SYSTEMS INC.	4,495.81	4,495.81	ACCEPTS	80	AAF	
124200	632006070	10	METLSAM SYSTEMS, INC.	4,495.81	8,991.62	ACCEPTS	14	AAF	
125500	343	10	MIDATLANTIC LOGISTICS	1,125.00	1,125.00	ACCEPTS	92		
126000	92	10	MIDWEST DRIVERS SOLUTION	9,735.37	9,735.37	ACCEPTS	45		
126300	632006170	10	MILLER ENERGY INC.	530.66	530.66	ACCEPTS	4	DUP	
126400	12	10	MILLER PACKAGING MATERIALS	2,886.00	5,772.00	ACCEPTS	171	AAF	
126400	65	10	MILLER PACKAGING MATERIALS	2,886.00	2,465.66	ACCEPTS	159		
126700	129	10	MIRILLAS OPTICAS, S.L.	1,699.20	3,398.40	ACCEPTS	63	AAF	
126700	195	10	MIRILLAS OPTICAS, S.L.	1,699.20	2,465.66	ACCEPTS	76		
128000	632006210	10	MOLTEN METAL EQUIPMENT INC.	2,465.66	2,465.66	ACCEPTS	122	XCR	
128300	611	10	MONROE TOOL & DIE INC	16,040.00	48,120.00	ACCEPTS	135	AAF	
128300	632006220	10	MONROE TOOL & DIE INC.	16,040.00	2,650.00	ACCEPTS	50		
128300	345	10	MONROE TOOL & DIE, INC.	16,040.00	56.66	ACCEPTS	199		
128600	632006230	10	MONSTER INC.	2,650.00	4,874.75	ACCEPTS	25	DUP	
130200	635001010	10	MSC INDUSTRIAL SUPPLY CO	56.66	4,874.75	ACCEPTS	50		
130400	634001290	10	MSC - PRE-FINISH METALS	3,803.74	29,657.15	ACCEPTS	54	AAF	
132800	233	10	NATIONAL GLASS ASSOCIATION	4,874.75	1,347.56	ACCEPTS	72		
135500	172	10	NEW PENN MOTOR EXPRESS	29,657.15	23,254.05	ACCEPTS	32	AAF	
137400	138	10	NORFIELD INDUSTRIES	1,347.56	572.40	ACCEPTS	127		
140700	173	10	OLIGEAR COMPANY, THE	23,254.05	111,041.24	ACCEPTS	135	AAF	
141600	27	10	OLYMPIC WIRE & CABLE CORP.	572.40	3,625.59	ACCEPTS			
142700	337	10	PACIFIC USA CORP	111,041.24	3,625.59	ACCEPTS			
143800	353	10	PANITCH SCHWARZE BELISARIO & NAD	3,625.59		ACCEPTS			

EPIQ BANKRUPTCY SOLUTIONS, LLC

VENDOR #	CLAIM/ SCHEDULE CLASS	PLAN CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL VOTING AMOUNT	ACCEPT/REJECT	COUNT	BALLOT #	CTR
144700	632007050	10 PECHINEY SALES CORP.	3,544.00	3,544.00	ACCEPTS		39	
147900	633002640	10 PERFECT TRADE DEVELOPMENT CO	433,628.49	433,628.49	ACCEPTS		131	
148100	632007270	10 PERFORMANCE ELECTROSTATIC	12.58	12.58	ACCEPTS		20	
148200	632007280	10 PERMA INDUSTRIES, INC.	2,372.06	2,372.06	ACCEPTS		172	
148300	90 PERMATECH	10 PERMATECH	11,831.94	23,065.25	ACCEPTS		NSD	
148300	632007290	10 PERMATECH INC.	11,233.31		ACCEPTS		140	XCR
150500	632007450	10 PIVOT PUNCH CORP	2,668.43	2,668.43	ACCEPTS		88	
150800	635001190	10 PLASTIC PROCESS EQUIPMENT	153.04	153.04	ACCEPTS		6	
154800	154 PROFORMA/PROFORMA CORPORATE CONC	10 PRO LABEL, INC.	21,343.35	21,343.35	ACCEPTS		66	CLS
155300	635001240	10 PROVIDENT PACKAGING & CONTAINERS	969.03	969.03	ACCEPTS		55	
155400	632007630	10 PROVIDENT PACKAGING CORP	96.45	96.45	ACCEPTS		95	
155500	633002710	10 PSK STEEL CORP.	3,622.90	3,622.90	ACCEPTS		94	
156400	2	10 PUBLIC SERVICE ELECTRIC AND GAS	38,683.00	38,683.00	ACCEPTS		106	AAF
156600	297	10 PYROTEK INC.	19,916.00	19,916.00	ACCEPTS		161	
156800	699	10 QC INC.	21,952.35	21,952.35	ACCEPTS		160	
157100	632007680	10 QUINT COMPANY	1,571.00	1,571.00	ACCEPTS		180	
159500	632007830	10 RANKIN AUTOMATION	1,997.29	1,997.29	ACCEPTS		105	
160200	635001270	10 RED WING MOBILE UNIT	425.96	425.96	ACCEPTS		27	
160900	632007950	10 RED WING SHOE STORE	5,081.00	5,081.00	ACCEPTS		121	
161000	15	10 REHABILITATION & OCCUPATIONAL	143.00	143.00	ACCEPTS		46	NSD
161500	635001300	10 RETT LUBRICANTS	675.00	675.00	ACCEPTS		29	
161700	632007980	10 REVCOMM TELEPHONE SYSTEMS	17,263.13	17,263.13	ACCEPTS		134	XCR
162400	632008000	10 R-MAC TRANSPORT	71.69	71.69	ACCEPTS		24	
164200	241	10 R-MAC TRANSPORT	19,252.32	38,504.64	ACCEPTS		36	DUP
164200	277	10 RUSAL AMERICA CORP.	19,252.32	1,459.29	ACCEPTS		141	
167400	632008210	10 RUTLAND TOOL SUPPLY CO.	1,459.29	5,285,371.04	ACCEPTS		150	
167600	407	10 RUTLAND TOOL SUPPLY CO.	5,285,371.04	144.96	ACCEPTS		103	
167900	632008250	10	144.96		ACCEPTS			

EPIQ BANKRUPTCY SOLUTIONS, LLC



VENDOR #	CLAIM/ SCHEDULE	PLAN		CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL		ACCEPT/REJECT	COUNT	BALLOT #	CTR
		CLASS	CLASS			VOTING AMOUNT	VOTING AMOUNT				
168200	634001500	10	10	RYERSON TULL	6,712.45	6,712.45	ACCEPTS			84	
169100	151	10	10	SAFETY-KLEEN SYSTEMS, INC.	2,958.52						AAF
169100	152	10	10	SAFETY-KLEEN SYSTEMS, INC.	1,642.07	4,600.59	ACCEPTS			166	AAF
169200	632008340	10	10	SAF-GARD SHOE CO. INC.	2,893.71	2,893.71	**REJECTS**			58	
170600	168	10	10	SASHLITE, LLC	3,099.15	3,099.15	ACCEPTS			176	
172000	180	10	10	SELER CORPORATION	14,113.65						DUP
172000	180	10	10	SELER CORPORATION	15,106.50						DUP
172000	256	10	10	SELER CORPORATION	14,113.65						DUP
172000	256	10	10	SELER CORPORATION	15,106.50						DUP
172000	286	10	10	SELER CORPORATION	14,113.65						DUP
172000	286	10	10	SELER CORPORATION	15,106.50	87,660.45	ACCEPTS			52	DUP
173400	635001460	10	10	SERVICE TIRE TRUCK CENTER	305.22						
173400	84	10	10	SERVICE TIRE TRUCK CENTERS	305.22	610.44	ACCEPTS			18	XCR
173900	685	10	10	SHANGHAI HOUSING PROD CO LTD	25,149.92	25,149.92	ACCEPTS			147	DUP
174400	7	10	10	SHAPES UNLIMITED, INC.	23,119.72	23,119.72	ACCEPTS			116	
176400	632008690	10	10	SIGBET MFG.	1,137.88	1,137.88	ACCEPTS			187	
177500	145	10	10	SO JERSEY PROCESSING, INC	9,309.70	9,309.70	ACCEPTS			5	AAF
180800	632008910	10	10	STANDARD WHSE. & DIST. CO, INC	220.09	220.09	ACCEPTS			12	XCR
183400	695	10	10	STEWART BUSINESS SYSTEMS	1,327.82	1,327.82	ACCEPTS			23	
184300	29	10	10	STRAHL & PITTSCH INC.	593.86						NSD
184300	632009080	10	10	STRAHL & PITTSCH INC.	509.00	1,102.86	ACCEPTS			109	XCR
187900	633003100	10	10	TAIWAN FU HSING IND CO LTD	113,513.46	113,513.46	ACCEPTS			185	
189400	398	10	10	TELLKAMP SYSTEMS, INC.	5,360.28						AAF
189400	632009330	10	10	TELLKAMP SYSTEMS, INC.	5,360.28	10,720.56	ACCEPTS			81	XCR
189900	632009350	10	10	TEMPLE-INLAND	11,507.20	11,507.20	ACCEPTS			178	XCR
191800	213	10	10	THEODORE E MOZER, INC	2,270.00						AAF
191800	283	10	10	THEODORE E MOZER, INC	2,270.00						DUP
191800	632009500	10	10	THEODORE E. MOZER, INC.	2,270.00	6,810.00	ACCEPTS			71	XCR
194300	632009640	10	10	TIPCO PUNCH INC.	1,585.18						XCR
194300	689	10	10	TIPCO PUNCH, INC.	1,585.18	3,170.36	ACCEPTS			41	AAF
194500	632009630	10	10	TIP TEMPERATURE PRODUCTS	4,711.36	4,711.36	ACCEPTS			34	
195400	185	10	10	TOOLS UNLIMITED	594.00						AAF
195400	635001660	10	10	TOOLS UNLIMITED, INC.	594.00	1,188.00	ACCEPTS			137	XCR
196300	101	10	10	TPC WIRE & CABLE	1,238.39						AAF

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TIME: 11:08:13  
DATE: 07/03/08

SHAPES/ARCH HOLDINGS LLC  
Class 10 General Unsecured Claims

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VENDOR #	CLAIM/ SCHEDULE	PLAN		CLAIMANT	ELIGIBLE VOTING AMOUNT	TOTAL		ACCEPT/REJECT	COUNT	BALLOT #	CTR
		CLASS	CLASS			VOTING AMOUNT	VOTING AMOUNT				
196300	632009690	10		TPC WIRE & CABLE	1,238.89	2,477.28		ACCEPTS	38	XCR	
198600	635001710	10		TRUCK TIRE SERVICE CORPORATION	1,337.76	1,337.76		ACCEPTS	111	XCR	
198800	635001720	10		TRUTH HARDWARE	231.30	231.30		ACCEPTS	110		
201100	632009900	10		ULTRA-SONIC EXTRUSION DIES	5,623.00	5,623.00		ACCEPTS	33	XCR	
204000	351	10		UNITED STATES POSTAL SERVICE	975.00	975.00		ACCEPTS	118		
206700	42	10		VARSITY LOGISTICS, INC.	1,809.91	1,809.91		ACCEPTS	19	AAF	
207600	691	10		VERIZON WIRELESS NORTHEAST	4,408.43	4,408.43		ACCEPTS	146		
213200	633003580	10		WELLS FARGO INSURANCE	9,200.27	9,200.27		ACCEPTS	167	XCR	
213800	79	10		WETMORE, WILLIAM J.	1.00	1.00		ACCEPTS	28		
214300	632010460	10		WHEATSTONE TECHNOLOGY LLC	5,168.04	5,168.04		ACCEPTS	78		
218400	250	10		YALE SALES WHOLESale HARDWARE	2,297.59	2,297.59		ACCEPTS	67		
218600	632010670	10		YARD TRUCK SPECIALIST, INC.	1,165.44	1,165.44		ACCEPTS	151	XCR	
221100	388	10		ZYMOTIC IMPORTS LTD	14,655.08	14,655.08		**REJECTS**	152		
TOTAL AMOUNT VOTING:					23,360,156.27						
AMOUNT ACCEPTING PLAN:					22,956,813.82						
AMOUNT REJECTING PLAN:					403,342.45						
VOTERS ACCEPTING:					166						
VOTERS REJECTING:					12						
PERCENT AMOUNT ACCEPTING:					98.27%						
PERCENT AMOUNT REJECTING:					1.73%						
PERCENT VOTERS ACCEPTING:					93.26%						
PERCENT VOTERS REJECTING:					6.74%						

EPIQ BANKRUPTCY SOLUTIONS, LLC

**Exhibit B**

- A) The following creditors submitted a ballot for a claim in which the Debtors served an Objection on or before June 20, 2008 (Docket No. 388). Pursuant to Paragraph 22 of the Disclosure Statement Order, such claims are temporarily disallowed for voting purposes. Accordingly, such ballots were not counted.

<b>Ballot #</b>	<b>Creditor</b>	<b>Plan Class</b>	<b>Voting Amount</b>	<b>Accept/Reject</b>
73	J&J Snack Foods, Corp.	9	\$240,000,000	Reject
149	Euler Hermes ACI, assignee of Lumberman Associates, Inc.	10	\$68,588.41	Accept
168	Ward Sand and Materials Company, Inc.	9	\$221,636,462.65	Reject
188	Atlantic Disposal Services, Inc.	9	\$77,871,002.43	Reject

- B) The following creditor submitted a ballot after the Voting Deadline. In addition, such claim was objected to on or before June 20, 2008 (Docket No. 388). Pursuant to Paragraphs 28(b) and 22, such claim is not permitted to vote and, otherwise, would be considered temporarily disallowed for voting purposes. Accordingly, such ballot was not counted.

<b>Ballot #</b>	<b>Creditor</b>	<b>Plan Class</b>	<b>Voting Amount</b>	<b>Accept/Reject</b>
188	Atlantic Disposal Services, Inc.	9	\$77,871,002.43	Reject

- C) The following creditor submitted a photocopy of the original ballot. Pursuant to Paragraph 28(g) of the Disclosure Statement Order, such ballot was not counted.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
198	Quick Way, Inc. <sup>3</sup>	9	\$77,871,004.43	Reject

- D) The following creditor submitted a ballot by facsimile. Pursuant to Paragraph 28(h) of the Disclosure Statement Order, such ballot was not counted.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
186	Elhaus Industrieanlagen GMBH	10	\$2,177.40	Accept

- E) The following creditors submitted multiple ballots. Pursuant to Paragraph 25 of the Disclosure Statement Order, the last ballot received on or before the Voting Deadline was deemed to reflect the creditors' intent and superseded any prior ballots. Accordingly, such prior ballots were not counted.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
3 Superseded By Ballot # 180	QC Inc.	10	\$1,571.00	Accept
7 Superseded By Ballot # 181	CAPP Inc.	10	\$3,277.85	Accept
11 Superseded By Ballot # 21	Air-Oil Systems, Inc.	10	\$1,782.29	Accept

<sup>3</sup> In addition, the claim filed by Quick Way is subject to the Debtors' Motion to Disallow Claims for Contribution and in the Alternative to Estimate Claims [Docket 388], and, therefore, is temporarily disallowed for voting purposes pursuant to Paragraph 22 of the Disclosure Statement Order.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
17 Superseded By Ballot #182	All Weather Tempering	10	\$16,864.98	Accept
60 Superseded By Ballot #196	Bardot Plastics, Inc.	10	\$76,984.30	Accept
62 Superseded By Ballot #187	Sigbet Mfg.	10	\$1,137.88	Accept
68 Superseded By Ballot # 189	Clendenin Bros. Inc.	10	\$12,635.00	Accept
83 Superseded By Ballot # 190	International Plastic	10	\$1,000.00	Accept
97 Superseded By Ballot # 191	Matalco Inc.	10	\$11,030.03	Accept
100 Superseded By Ballot # 194	Boyle Bros. Inc.	10	\$3,757.20	Accept
104 Superseded By Ballot # 192	Agis LLC	10	\$829.20	Accept
120 Superseded By Ballot # 193	Panitch Schwarze Jacobs & Nadel, P.C.	10	\$190.00	Accept

F) The following creditor submitted a ballot, however, such creditor is not a member of any Voting Class. Accordingly, such ballot was not counted.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
16	Sturtz Machinery, Inc. <sup>4</sup>	--	(\$2104.02)	Accept

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<sup>4</sup> It bears noting that Sturtz Machinery, Inc. did not submit a proof of claim and is scheduled by the Debtors as owing a balance to the Debtors in the amount of \$2,104.02.